

Nov 5 2 33 PM '96

Prepared by: - 301-696-4232
Judy C. Stewart
Federal Deposit Insurance Corporation
1201 W. Peachtree Street, N.E., Suite 1800
Atlanta, Georgia 30309-3415

Judy C. Stewart

AFTER RECORDING RETURN TO:
FIRST NATIONWIDE MORTGAGE
MC # 1020/MELISSA McNEILL
5280 CORPORATE DRIVE
FREDERICK, MARYLAND 21703

LIMITED POWER OF ATTORNEY

BK 73 PG 155
W.F. DAVIS CH. CLK.

Desoto, MS
JEFFERSON, KY

WHEREAS, the Federal Deposit Insurance Corporation, a corporation duly organized and existing under an act of Congress of the United States of America, is the successor in interest to the Resolution Trust Corporation ("FDIC"); and

WHEREAS, the Resolution Trust Corporation, a corporation duly organized and existing under an act of Congress of the United States of America, acting in its capacity as Receiver of certain associations identified on Exhibit "A" hereto, has sold to First Nationwide Mortgage Corporation ("Servicer") certain loans and related claims receivable and the servicing rights to certain loans on behalf of the associations identified on Exhibit "A" hereto (collectively, the "Mortgage Loans"); and

WHEREAS, during the transitional period after the sale to Servicer but before Servicer is the mortgagee of record with respect to the Mortgage Loans, FDIC desires to designate Servicer as its true and lawful attorney-in-fact, in its name, place, and stead, in connection with, and for the purposes of performing all acts and executing all documents in the name of FDIC necessary and incidental to, the servicing and collection of said Mortgage Loans.

NOW, THEREFORE, FDIC (as defined herein) appoints Servicer as FDIC's true and lawful attorney-in-fact to act in its name, place and stead, and subject to the further provisions herein, grants Servicer the authority, subject to the limitations herein, and only insofar as the following acts are related to or in connection with the Mortgage Loans, as follows:

1. To accept money due or to become due from borrowers to FDIC and to collect past due amounts;
2. To collect, receive and receipt for all sums of money, checks, accounts, interests, dividends and demands due or owing to FDIC by any party in connection with the Mortgage Loans or the related collateral;
3. To take any and all action necessary, on behalf of FDIC or an investor, to continue to process claims filed by FDIC and accept claim proceeds from mortgage insurance or loan guarantee claims paid under the National Housing Act of 1949 or Chapter 37 of Title 38 of the United States Code to endorse to the order of Servicer any checks which are made payable to FDIC in connection with said Mortgage Loans;
4. To take any and all action necessary to continue to conduct foreclosure sales ("foreclosures") that are already in process on behalf of FDIC, pursuant to any deeds of trust, mortgages or other security instruments, and the execution of any instrument necessary to accomplish the foregoing (provided, however, that title to property shall be acquired in the name of Servicer);

5. To prepare, execute, and deliver any and all documents necessary to accomplish the foregoing, including but not limited to deeds, contracts, leases, assignments, bills of sale, releases, extensions, satisfactions and full or partial releases of liens, and to take any and all such other actions of any kind and nature whatsoever Servicer may find necessary to service or collect claims with respect to the Mortgage Loans.

FDIC further grants to Servicer full power and authority to do and perform all acts necessary to carry into effect the powers granted by or under this limited power of attorney as fully as FDIC might or could do with the same validity as if all and every such act had been herein particularly stated, expressed and especially provided for.

This Power of Attorney (the "Power") shall be effective January 1, 1996, and shall continue in full force and effect through December 31, 1996, unless sooner revoked.

IN WITNESS WHEREOF, the FDIC by its duly authorized agent has caused these presents to be executed and subscribed in its name this 28th day of May, 1996.

Signed, sealed and delivered
in the presence of:

Begonia S. Rose
Carol Katers

FEDERAL DEPOSIT INSURANCE CORPORATION,
as Receiver of the Associations listed on Exhibit "A" attached
hereto

By: David Steadman
Name: David Steadman
Title: Regional Manager (Operations)
Division of Depositor and Asset Services
Southeast Service Center

(CORPORATE SEAL)

ATTEST: Valerie J. Best
Name: Valerie J. Best
Title: Assistant Executive Secretary (Operations)

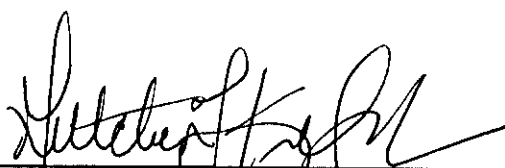


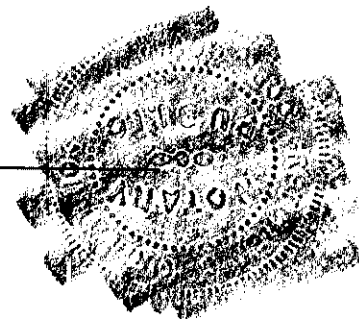
BOOK 6785 PAGE 518

STATE OF GEORGIA

COUNTY OF FULTON

On this 28th day of May, 1996, before me, a Notary Public in and for the State of Georgia, personally appeared **David Steadman**, to me personally known, who, being by me first duly sworn did depose that he is the **Regional Manager (Operations)**, Southeast Service Center, Division of Depositor and Asset Services, of the Federal Deposit Insurance Corporation, the Corporation, in whose name the foregoing Limited Power of Attorney has been executed and subscribed, and the said Limited Power of Attorney was executed and subscribed on behalf of the said Corporation by due authority of the Corporation's Board of Directors, and the said **David Steadman** acknowledged the said Limited Power of Attorney to be the free act and deed of said Corporation.


Gretchen G. Kirkpatrick, Notary Public
 State of Georgia, County of Cobb
 My Commission Expires: August 1, 1997

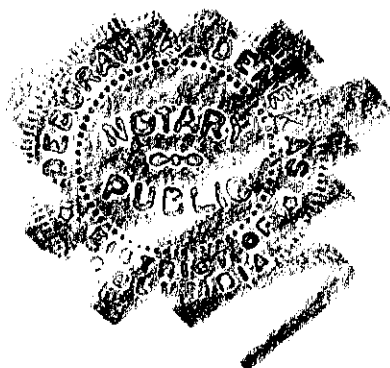


UNITED STATES OF AMERICA)

) SS

DISTRICT OF COLUMBIA)

On this 18th day of June, 1996, before me, Notary Public in and for the District of Columbia, personally appeared **Valerie J. Best** to me known personally, who being by me first duly sworn did depose that she is **Assistant Executive Secretary** of the Federal Deposit Insurance Corporation, the Corporation whose name the foregoing Power of Attorney has been subscribed, who further said that the seal affixed to the said Power of Attorney is the corporate seal of the said Federal Deposit Insurance Corporation, and that the said Power of Attorney was subscribed on behalf of the said Corporation and its seal thereto affixed by due authority of the Corporation's Board of Directors, and the said **Valerie J. Best** acknowledged the said Power of Attorney to be the free act and deed of the said Corporation.



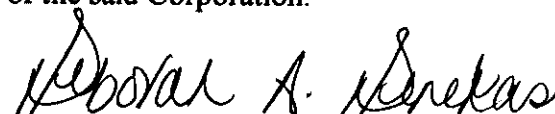

Deborah A. Denekas
 Notary Public, District of Columbia
 United States of America
DEBORAH A. DENEKAS
 My commission expires: June 14, 2000

EXHIBIT "A"
TO
LIMITED POWER OF ATTORNEY

Institution

Standard Federal Savings Bank
Gaithersburg, Maryland

Standard Federal Savings Association
Gaithersburg, Maryland

Victoria Savings Association, F.S.A.
San Antonio, Texas

El Paso Federal Savings Association
El Paso, Texas

First Bankers Trust & Savings Association
Midland, Texas

Surety Federal Savings Association
El Paso, Texas

Southwestern Federal Savings
El Paso, Texas

Atascosa Federal Savings Bank
Jourdanton, Texas

City Savings & Loan Association
San Antonio, Texas

Andrews Savings & Loan Association, F.A.
Andrews, Texas

Freedom Savings & Loan Association, a
Federal Savings & Loan Association
Tampa, Florida

Hill Financial Savings Association
Red Hill, Pennsylvania

Institution (CONTINUED)

Meridian Savings Association
Arlington, Texas

HeritageBanc Savings Association
Duncanville, Texas

Lincoln Federal Savings & Loan Association
Miami, Florida

Royal Palm Federal Savings & Loan Association
West Palm Beach, Florida

Texas Western Federal Savings Association
Houston, Texas

Meritbanc Savings Association
Houston, Texas

First Network Federal Savings Bank
Los Angeles, California

North Carolina Savings & Loan Association, F.A.
Charlotte, North Carolina

Savings of Texas Association
Jacksonville, Texas

Western Gulf Savings & Loan Association
Bay City, Texas

Southwest Federal Savings Association
Los Angeles, California

Haven Savings & Loan Association, F.A.
Winter Haven, Florida

Charter Savings Bank, F.S.B.
Newport Beach, California

Commonwealth Federal Savings & Loan Association
Fort Lauderdale, Florida



Institution (CONTINUED)

Investors Federal Savings Bank
Deerfield Beach, Florida

Ensign Federal Savings Bank
New York, New York

Hildago Federal Savings & Loan Association
Edinburg, Texas

First Northern Co-Operative Bank, Federal
Savings Bank
Keene, New Hampshire

Florida Federal Savings, F.S.B.
St. Petersburg, Florida

Liberty Federal Savings & Loan Association
New Port Rich, Florida

First Federal Savings & Loan Association
Largo, Florida

First Federal Savings & Loan Association of
the Florida Keys
Key West, Florida

United Savings Bank, F.S.B.
Patterson, New Jersey

General Federal Savings Bank
Miami, Florida

Heritage Federal Savings & Loan Association
Monroe, North Carolina

Baltimore Federal Financial, F.S.A.
Baltimore, Maryland

North Jersey Federal Savings Association
Passaic, New Jersey

Institution (CONTINUED)

BOOK 73 PAGE 161

Great Life Federal Savings Association
Sunrise, Florida

Ambassador Federal Savings & Loan Association
Tamarac, Florida

Duval Federal Savings Association
Jacksonville, Florida

The First, F.A.
Orlando, Florida

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